

THE COMPANIES ACT 1985 (AS AMENDED)

UNITED UTILITIES ELECTRICITY PLC
(the "Company")

WRITTEN RESOLUTION

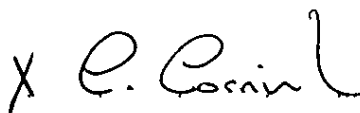
We, the undersigned, being members of the Company who at the date of this resolution would be regarded for the purpose of Regulation 53 in Table A in the Companies (Tables A to F) Regulations 1985 (as adopted as the articles of association of the Company) as entitled to attend and vote at general meetings of the Company, hereby declare that the following written resolutions shall have effect as if the same had been passed as special resolutions at a general meeting of the Company duly convened and held

- 1 THAT the Company be re-registered as a private company under the Companies Act 1985 by the name United Utilities Electricity Limited
- 2 THAT the memorandum of association of the Company be amended as follows
 - (i) by the deletion of clause 1 and by inserting in substitution for it
"1 The Company's name is "United Utilities Electricity Limited" "
 - (ii) by deleting clause 2,
 - (iii) by renumbering clauses 3-6 as clauses 2-5 respectively

DATED *31 August* 2007

Signed for and on behalf of
United Utilities North West PLC

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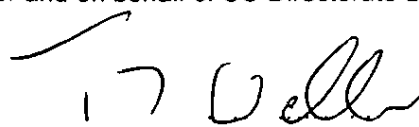
Signed for and on behalf of
United Utilities Nominees Limited

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For and on behalf of UU Directorate Ltd

Signed for and on behalf of
NB Telecom (IOM) Limited

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T P Weller

FRIDAY



LD1 31/08/2007
COMPANIES HOUSE